FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D APR JL 2002

NOTICE OF SALE OF SECURIFIES PURSUANT TO REGULATION D,
SECTION 4(6), AND OR
UNIFORM LIMITED OFFERING EXEMPTION

170	76	7
OM	B APPROVA	AL .
OMB Numl	per:	
Expires:		
Estimated a	verage burde	n
hours per re	esponse	
/		
SEC	C USE ONL	Y
Prefix		Serial
DAT	E RECEIVE	ED

				_		
Name of Offering (check if	this is an amendment and	name has char	ged, and indi	cate change.)		· · · · · · · · · · · · · · · · · · ·
Stadia Capital Partners (QP),	L.P.: Offering of Limite	d Partnership	Interests			
Filing Under (Check box(es) that Type of Filing: ⊠ New Filing		☐ Rule 505	⊠ Rule 506	Section 4(6)	ULOE	
	A. BASIO	CIDENTIFIC	ATION DAT	ГА		
1. Enter the information request	ed about the issuer					
Name of Issuer (check if the	nis is an amendment and na	ame has chang	ed, and indica	te change.)		<u> </u>
Stadia Capital Partners (QP),	L.P.					
Address of Executive Offices 780 Third Avenue, 9th Floor, M			ite, Zip Code)	Telephone Numb 212-588-8779	er (Including	Area Code)
Address of Principal Business C (if different from Executive Off		Street, City, Sta	ite, Zip Code)	Telephone Numb	er (Including	Area Code)
Brief Description of Business	To invest, reinvest and t	rade in securi	ties			PROCESSEI
Type of Business Organization ☐ corporation	☑ limited partnership	o, already form		other (please speci	fy):	MAY 2 4 2002
business trust	limited partnership	o, to be formed			, , , , , , , , , , , , , , , , , , ,	THOMSON
Actual or Estimated Date of Inc Jurisdiction of Incorporation or	Organization: (Enter two-l	letter U.S. Post		Year 0 1 previation for State (irisdiction) D E	_	☐ Estimated

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

ATTENTION

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	⊠ General and/or Managing Partner
Full Name (Last name first, Stadia Capital Associates,	•				
Business or Residence Add			Zip Code)		
780 Third Avenue, 9th Floo					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Swift, Richard J.	if individual)				
Business or Residence Addition 780 Third Avenue, 9th Floor			Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Abeyta, Enrique J.	if individual)				
Business or Residence Addr 780 Third Avenue, 9th Floo			Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer.	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Fleming, John J.	if individual)				
Business or Residence Addit 780 Third Avenue, 9th Floor			Zip Code)		
Check Box(es) that Apply:			☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Goldstein, Jonathan H.	if individual)				
Business or Residence Addr 780 Third Avenue, 9 th Floo			Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Check Box(es) that Appry.	Fromoter	Belleficial Owner	Executive Officer	□ Director	Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip Code)		
(Use	blank sheet, or	copy and use additiona	al copies of this sheet, as	s necessary.)	

				B. INF	ORMAT	ION AB	OUT OF	FERING				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.									Ye □			
2. What is the minimum investment that will be accepted from any individual? *Subject to waiver at the sole discretion of the General Partner. **The control of the General Partner** **The control of the												
2 Door	the offeri	na narmit										
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. 									any offering. ith a state			
Full Nam	e (Last nai	me first, i	f individu	al)								
Business	or Residen	ice Addre	ss (Numb	er and St	reet, City,	State, Zi	p Code)			· 		****
Name of	Associated	Broker o	or Dealer									
	Which Per All States"											All States
□AL □IL □MT □RI	□AK □IN □NE □SC	□AZ □IA □NV □SD	□AR □KS □NH □TN	□CA □KY □NJ □TX	□CO □LA □NM □UT	□CT □ME □NY □VT	□DE □MD □NC □VA	□DC □MA □ND □WA	□FL □MI □OH □WV	□GA □MN □OK □WI	□HI □MS □OR □WY	□ID □MO □PA □PR
Full Nam	e (Last nar	ne first, i	findividu	al)								
Business	or Residen	ce Addre	ss (Numb	er and St	reet, City,	State, Zi	p Code)					
Name of	Associated	Broker o	r Dealer	· · · · · · · · · · · · · · · · · · ·								
	Which Pers All States"											All States
□AL □IL □MT □RI	□AK □IN □NE □SC	□AZ □IA □NV □SD	□AR □KS □NH □TN	□CA □KY □NJ □TX	□CO □LA □NM □UT	□CT □ME □NY □VT	□DE □MD □NC □VA	□DC □MA □ND □WA	□FL □MI □OH □WV	□GA □MN □OK □WI	□HI □MS □OR □WY	□ID □MO □PA □PR
Full Name	e (Last nar	ne first, if	findividua	al)								
Business	or Residen	ce Addre	ss (Numb	er and Str	eet, City,	State, Zi	p Code)		· · · · · · · · · · · · · · · · · · ·			
Name of A	Associated	Broker o	r Dealer				.,,				1 70.	
	Which Pers All States"											All States
□AL □IL □MT □RI	□AK □IN □NE □SC	□AZ □IA □NV □SD	□AR □KS □NH □TN	□CA □KY □NJ □TX	□CO □LA □NM □UT	□CT □ME □NY □VT	□DE □MD □NC □VA	□DC □MA □ND □WA	□FL □MI □OH □WV	□GA □MN □OK □WI	□HI □MS □OR □WY	□ID □MO □PA □PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS. EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total 1. amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Solo \$ Debt \$ Equity ☐ Common ☐ Preferred Convertible Securities (including warrants) \$1,000,000,000 \$9,400,000 Limited Partnership Interests. Other (Specify \$1,000,000,000 \$9,400,000 Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Number of Amount of Investors Purchase 3 \$9,400,000 Accredited Investors 0 \$0 Non-accredited Investors N/A N/A Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Type of offering Security Amount Sole N/A N/A Rule 505.... N/A N/A Regulation A N/A N/A Rule 504 N/A N/A Total 4. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

	C. OFFERING PRICE, NUMBE	R OF INVESTORS, EXPENSES	S AND USE O	F PROCEEDS
	b. Enter the difference between the Part C —Question 1 and total of Question 4.a. This difference is the "adjusted"		rt C -	\$999,950,000
5.	Indicate below the amount of the adjusted be used for each of the purposes shown. furnish an estimate and check the box to the listed must equal the adjusted gross proceed Question 4.b above.	If the amount for any purpose is rule left of the estimate. The total of the	not known, e payments	
			Payments to Directors & A	
	Salaries and fees			Anniates Others
	Purchase of real estate			
	Purchase, rental or leasing and installation of		\$ \$	[] <u>} </u>
	Construction or leasing of plant buildings a	• • •	\$	
	Acquisition of other businesses (including t involved in this offering that may be used in	he value of securities	<u></u>	⊔
	assets or securities of another	r exchange for the	□ \$	□ \$
	Repayment of indebtedness		\$	
	Working capital			<u> </u>
	Other (specify): <u>Investment in securities</u>		□ - \$	\$999,950,000
				\$
	Column Totals			\$999,950,000
	Total Payments Listed (column totals added	l)		\$ 999,950,000
Silvenia vesses Silvi				
		D. FEDERAL SIGNATURE		
followi	uer has duly caused this notice to be signed to ng signature constitutes an undertaking by the of its staff, the information furnished by the	e issuer to furnish to the U.S. Securiti	ies and Exchange	e Commission, upon written
_	Print or Type)	Signature	r	Date
	••	Smath Gulter		1 24
	Capital Partners (QP), L.P.	1 // //		4 124/02
Name o	f Signer (Print or Type)	Title of Signer (Print or Type)		
JONA	THAN H. GOLDSTEIN	Managing Member of the Genera	ıl Partner	
		ATTENTION		
	Intentional misstatements or omission	s of fact constitute federal criminal	violations. (See	18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 prese	Yes	No	
disqualification provisions of such rule?			\boxtimes
See Ap	pendix, Column 5, for state response.		
The undersigned issuer hereby undertakes to fur Form D (17 CFR 239.500) at such times as requ	•	which this notice is fi	led, a notice on
The undersigned issuer hereby undertakes to fur issuer to offerees.	rnish to the state administrators, upon written r	equest, information f	urnished by the
 The undersigned issuer represents that the issue Limited Offering Exemption (ULOE) of the sta availability of this exemption has the burden of 	te in which this notice is filed and understands	that the issuer claimi	
The issuer has read this notification and knows the coundersigned duly authorized person.	ntents to be true and has duly caused this notice	e to be signed on its	behalf by the
Issuer (Print or Type)	Signature	Date	
Stadia Capital Partners (QP), L.P.	Smarlw Gilth	4 124/102	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
JONATHAN H. GOLDSTEIN	Managing Member of the General Partner	•	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX									
1		2	3		4	I			5
	to non-a	I to sell accredited is in State -Item 1)	Type of security and aggregate offering price offered in state (part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waive granted) (Part E-Item 1)		
State	Yes	No	Units of Partnership Interest	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
СО									
СТ									
DE									
DC									
FL									
GA									
НІ									
ID									
IL						_			
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI							_		
MN									
MS									
МО									
MT									

7 of 8

APPENDIX -2 3 4 1 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of waiver offered in state Investors in State amount purchased in State granted) (part C-Item 1) (Part B-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Units of Number of Non-**Partnership** Accredited Accredited Interest State Yes No Investors **Investors** Yes Amount No Amount ME NVNH NJ NM NY \boxtimes 0 \$1,000,000,000 2 \$9,400,000 0 \boxtimes NC ND OH OK OR PA RI SC SD TN \boxtimes 0 TX 1 \$1,000,000 0 1,000,000,000 UT VT П VA WA WV WI WY PR

03537.004/ #244456